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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Belarus, Inc.

DOCUMENT NUMBER: P03000040913

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Siarhei Chaikouski

(Name of Contact Person)

(Firm/ Company)

17150 Collins Ave #101240

(Address)

Sunny Isles, FL 33160

(City/ State and Zip Code)

For further information concerning this matter, please call:

Siarhei Chaikouski at (786) 553-1113
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Belarus, Inc

(Name of corporation as currently filed with the Florida Dept. of State)

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TALLAHASSEE, FLORIDA

P03000040913

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered," "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (**BE SPECIFIC**)

Article VII: Elena Makitova resigns as President of corporation as of date of this amendment. Siarhei Radetsky resigns as Secretary of corporation as of date of this amendment. Siarhei Trusevich resigns as Vice-President of corporation as of date of this amendment. Vladimir Babkov resigns as Vice-President of corporation as of date of this amendment. Alexander Pavlovkiy resigns as Vice-President of corporation as of date of this amendment.

The new President shall be Siarhei Chaikouski, the new Vice-President shall be Igor Frayberg, the new Secretary shall be Elena Makitova all residing at 17150 Collins Ave #101240, Sunny Isles, FL 33160

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

The date of each amendment(s) adoption: August 1st, 2006

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature E. Makitova
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Elena Makitova
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35